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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

LISA OVERTON, MERRIBETH BAZZELL,
and KAREN FULLER individually, and on
behalf of a class of similarly situated
individuals,

Plaintiffs,

v.

SANOFI-AVENTIS U.S., LLC d/b/a SANOFI
US,

Defendant.

Civ. Ac. No.: 3:13-cv-05535-PGS-DEA

**CERTIFICATION OF
LISA OVERTON IN SUPPORT
OF FINAL APPROVAL
OF SETTLEMENT AND
INCENTIVE AWARD**

LISA OVERTON, of full age, certifies as follows:

1. I am one of the class representatives in this action as designated in the Settlement. I have personal knowledge of the facts stated herein and they are true and correct.
2. Prior to this litigation I was employed by sanofi-aventis US LLC (“sanofi”) and involved in the launch and sales of the drug Zaltrap® and entitled to receive incentive compensation for those sales on what was represented as a “per-vial” basis. Despite this, I allege that sanofi improperly reduced my incentive compensation that I was owed.
3. It is my understanding that I have been determined to be a member of the following Class, which has been preliminarily approved by the Court:

All current and former employees of sanofi who were eligible to receive incentive compensation awards under sanofi's incentive compensation program, including, but not limited to, alleged commissions, bonuses, incentives, payments, benefits, or other compensation, related to the sales of Zaltrap® in 2012 and who experienced a downward adjustment of such compensation in conjunction with sanofi's incentive compensation payments for 2012 Zaltrap® sales in the spring of 2013. The Class excludes all persons who executed a release of the claims asserted in the Action prior to the date of this Agreement.

4. In July 2013, I retained Mazie Slater Katz & Freeman, LLC to pursue claims on behalf of myself and on behalf of all others similarly situated against sanofi for breach of contract, breach of the implied covenant of good faith and fair dealing, unjust enrichment and violation of the New Jersey Wage Payment and Collection Law.

5. As a representative of the class, I understand and have understood since the inception of this case that it is my duty to conduct the case in the best interests of all members of the class. I believe I have done so, and I agree to continue to act in the best interests of the class.

6. I understand and acknowledge that I will not receive any special benefits or recovery that is not afforded to other class members of the class by reason of my service as a class representative, except as discussed in paragraph 7 below.

7. I understand that an incentive award may be payable to me, but only upon Order of the Court. I acknowledge that an incentive award has never been promised to me, and did not form the basis for my decision to serve as a class representative, and furthermore, that no other benefits or payments have ever been promised to me. It is my understanding that, subject to Court approval, sanofi has agreed to pay up to \$25,000 as an incentive award.

8. I agree that I will continue to cooperate with my attorneys in the pursuit of the approval of the proposed settlement, and if it should for any reason not become effective, to

continue to work with counsel to prosecute the claims, including any additional discovery and other pretrial proceedings, trial, and appeals, if any.

9. In carrying out my duties as Class Representative, and in support of my request for an incentive award, I have played an active role in assisting counsel in understanding the factual issues presented in this litigation, and the impact of those facts on myself and other members of the class. Counsel has kept me apprised of their investigation into and analysis of the case, the risks and benefits of continued litigation and settlement, and considerations that would impact future prosecution of the case. During the past 2.5 years, I have expended substantial time and effort in this case on behalf of the class. Prior to filing my original complaint, I consulted with my attorneys and provided them with extensive documentation. Since that time, I have worked diligently with my counsel to ensure proper prosecution of our claims.

10. I spent many hours helping assess documents and responding to Defendant's discovery requests. I also spent time reviewing various pleadings to be filed in the case, such as the complaints, various motions, and the approval materials. In addition, I also considered materials provided by my counsel that related to the mediation and settlement discussions, and made myself available to counsel to confer about possible ways to settle the case. Moreover, I was fully advised by counsel of the developments in the case, rulings of this Court, and those of other courts that affected the case. I was advised periodically of the offers, counter-offers, and negotiations that lead to the eventual resolution of this case. After being fully advised of the proposed resolution, I instructed my attorneys to accept the settlement terms and prepare the settlement for approval by this Court.

11. Based on my review and understanding of the settlement, sanofi has agreed to pay over 57% of the alleged improper reductions in incentive compensation.

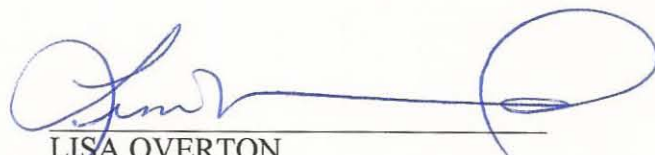
12. Based on the foregoing, it is my belief that the settlement proposal before the Court is a fair, adequate, and reasonable resolution of the claims.

13. I have never served as a class representative in any other litigation. I have taken my responsibilities in this case and to the class members very seriously.

14. In fact, I took a significant risk in pursuing this action on behalf of the Class despite the fact that I still work in the pharmaceutical industry and my involvement in this case could negatively affect my future employment and/or standing in the industry.

15. I believe that I have adequately represented the interest of the class as a whole and also believe that I have performed all duties and responsibilities requested of me. As a result of the time, effort and benefit conferred upon the class, I request the Court to approve the parties' agreed upon incentive fee award of \$25,000 for my contributions to this case.

I declare under penalty of perjury that the foregoing is true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.


LISA OVERTON

Dated: 2/1/16